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November 11, 2002

APPLICATION

Honorable James H. Welsh
Commissioner of Conservation
Louisiana Office of Conservation
P. O. Box 94275
Baton Rouge, LA 70804-4275

RE: R Sand, Reservoir D
S Sand, Reservoir D
S-3 Sand, Reservoir F
X Sand, Reservoir D
Bastian Bay Field
Plaquemines Parish, Louisiana

Dear Commissioner Welsh:

Application is hereby made on behalf of **Clayton Williams Energy, Inc.** for the calling of a public hearing, after thirty (30) days legal notice, to consider evidence relative to the issuance of Orders pertaining to the following matters in the **R Sand, Reservoir D, the S Sand, Reservoir D, the S-3 Sand, Reservoir F, and the X Sand, Reservoir D**, in the Bastian Field, Plaquemines Parish, Louisiana, to-wit:

1. To establish rules and regulations and to create a single drilling and production unit for the exploration for and production of gas and condensate from each of the above-referenced reservoirs, to be designated R RD SUA, S RD SUA, S-3 RF SUA and X RD SUA, respectively;

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***ALSO ADMITTED IN OKLAHOMA

2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within each of the proposed units, with each tract sharing in unit production on a surface acreage basis of participation;
3. To designate Clayton Williams Energy, Inc. as the unit operator for each of the proposed units;
4. To designate a unit well for each of the proposed units;
5. To provide that the Commissioner of Conservation should be authorized to reclassify each of the reservoirs by supplemental order without the necessity of a public hearing if the producing characteristics of the reservoir change and evidence to justify such reclassification is submitted to and accepted by the Commissioner of Conservation; and,
6. To consider such other matters as may be appropriate and justified by the evidence presented at the hearing.

The R Sand in the Bastian Field, Plaquemines Parish, Louisiana, is hereby defined as that certain gas and condensate bearing interval encountered between the depths of 11,962 feet and 12,005 feet (electric log measurements) in the Texaco-LL&E No.1 Well, located in Section 44, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

The S Sand in the Bastian Field, Plaquemines Parish, Louisiana, is hereby defined as that certain gas and condensate bearing interval encountered between the depth of 12,138 feet and 12,180 feet (electric log measurements) in the Texaco-LL&E No. 1 Well, located in Section 44, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

The S-3 Sand in the Bastian Field, Plaquemines Parish, Louisiana, is hereby defined as that certain gas and condensate bearing interval encountered between the depth of 12,360 feet and 12,480 feet (electric log measurements) in the Texaco-LL&E No.1 Well, located in Section 44, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

The X Sand in the Bastian Field, Plaquemines Parish Louisiana, is hereby defined as that certain gas and condensate bearing interval encountered between the depth of 13,065 feet and 13,236 feet (electric log measurements) in the Texaco-LL&E No. 1 Well, located in Section 44, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

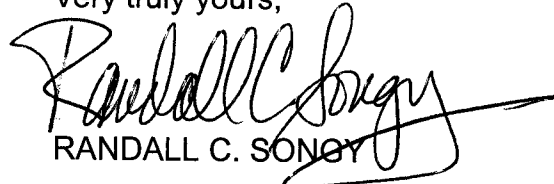
The pre-application conference tentatively scheduled for Wednesday, November 20, 2002, **WILL NOT BE HELD**, as it was not requested within the delays provided for by the Rules of Procedure; therefore, no opposition to this Application at the hearing is anticipated.

Pertinent data relating to the proposed application can be obtained, AT THE COST OF THE REQUESTING PARTY, by contacting Bill McAlister at Leon E. Comeaux & Associates, P.O. Box 53922, Lafayette, LA 70505, (337) 233-9839.

There is attached hereto and made a part hereof plats outlining the proposed units and a list of the names and addresses of the interested parties to whom this unitization proposal is being sent. Pursuant to the Revised Rules of Procedure, such list of parties is being furnished ONLY to the Commissioner of Conservation and to the District Manager of the Lafayette District of the Office of Conservation. However, the list of parties will be provided to any party requesting a copy of it. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, enclosed herein is our check in the amount of \$2,800.00 made payable to the Office of Conservation in payment of the required hearing application fee.

Very truly yours,


RANDALL C. SONGY

RCS/elg/bad

Enclosures

cc: Mr. Richard Hudson, District Manager
Office of Conservation

All Interested Owners, Interested Parties and
Represented Parties

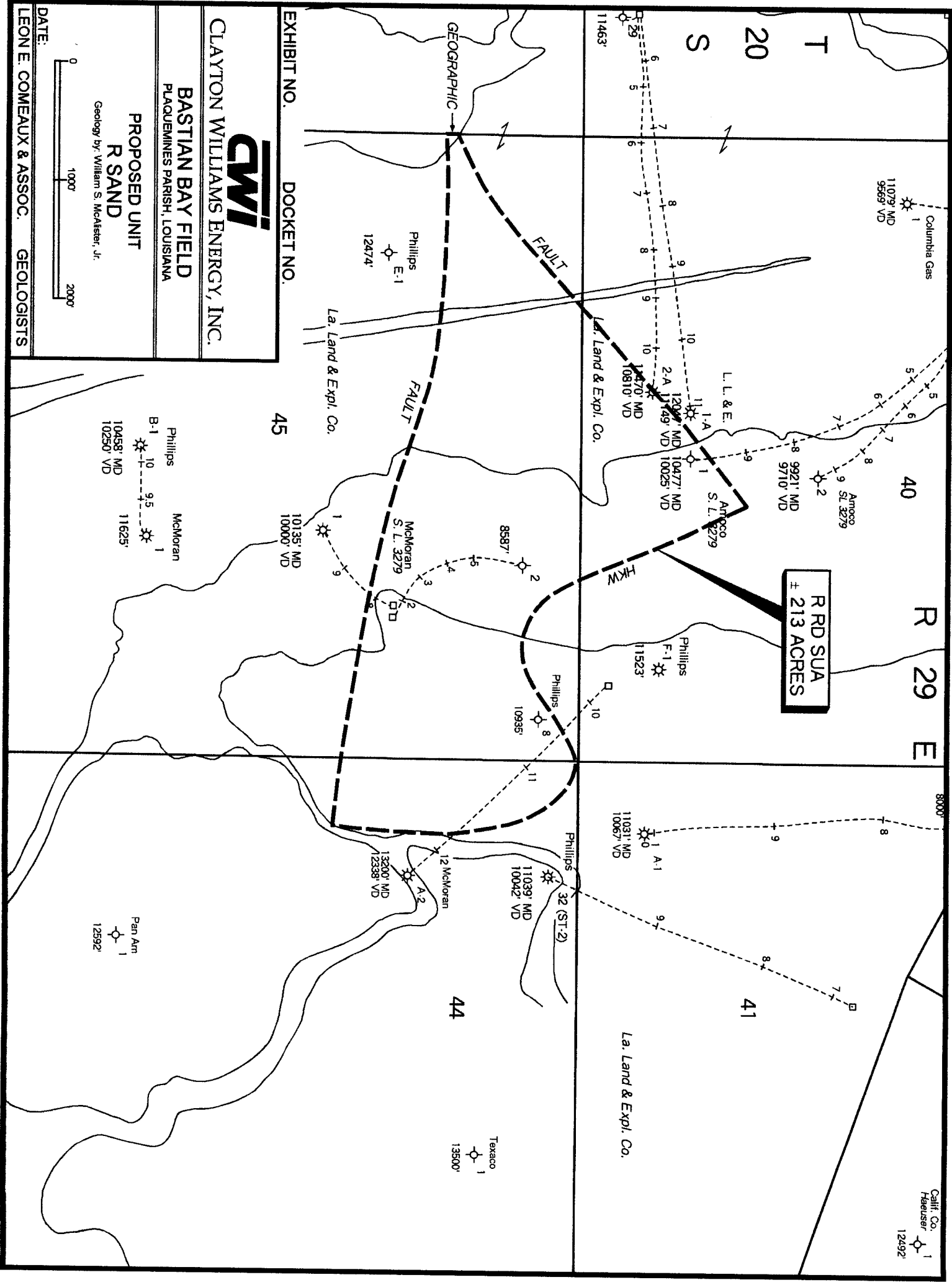
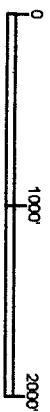


EXHIBIT NO. DOCKET NO.

CLAYTON WILLIAMS ENERGY, INC.

BASTIAN BAY FIELD
PLAQUEMINES PARISH, LOUISIANA

PROPOSED UNIT
R SAND
Geology by William S. McAlister, Jr.



DATE: LEON E. COMEAUX & ASSOC. GEOLOGISTS

R 29 E

Calif Co
Haeuser

12492

S RD SUA
± 230 ACRES

T 20 S

11463'

Columbia Gas
11079' MD
9569' VD

Amoco
9 SL 32/9

9921' MD
9710' VD

L. L. & E.

12047' MD
11149' VD
10025' VD

La. Land & Expl. Co.

Phillips
F-1
11523'

11031' MD
10067' VD

La. Land & Expl. Co.

11039' MD
10042' VD

Texaco
13500'

44

McMoran
S. L. 32/9

Phillips
E-1
12474'

La. Land & Expl. Co.

45

10135' MD
10000' VD

BASTIAN BAY FIELD
PLAQUEMINES PARISH, LOUISIANA

PROPOSED UNIT
S SAND

Geology by: William S. McAlister, Jr.

0 1000' 2000'

DATE:

LEON E. COMEAUX & ASSOC. GEOLOGISTS

CLAYTON WILLIAMS ENERGY, INC.

CWI

EXHIBIT NO. DOCKET NO.

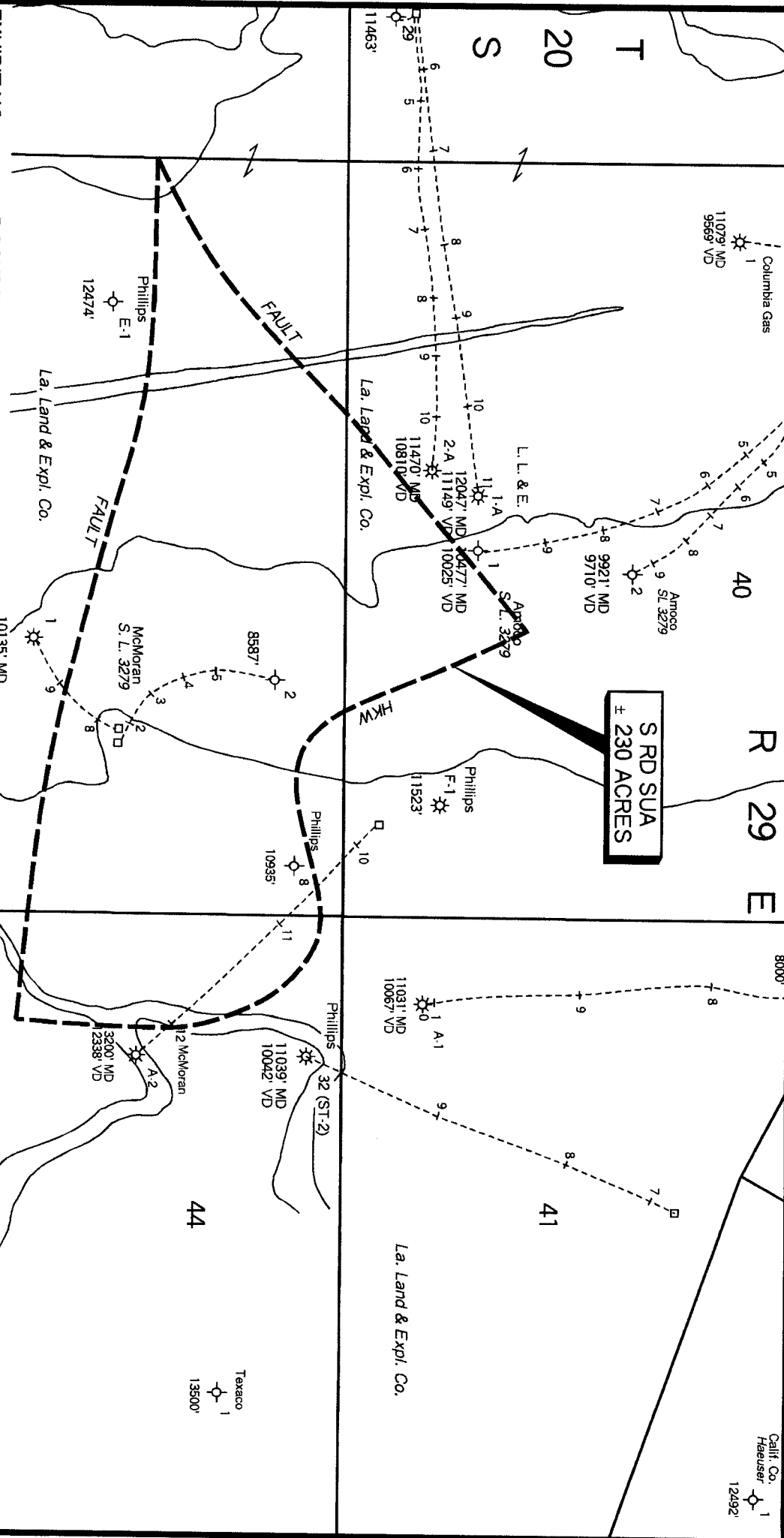
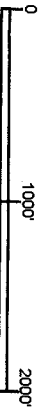


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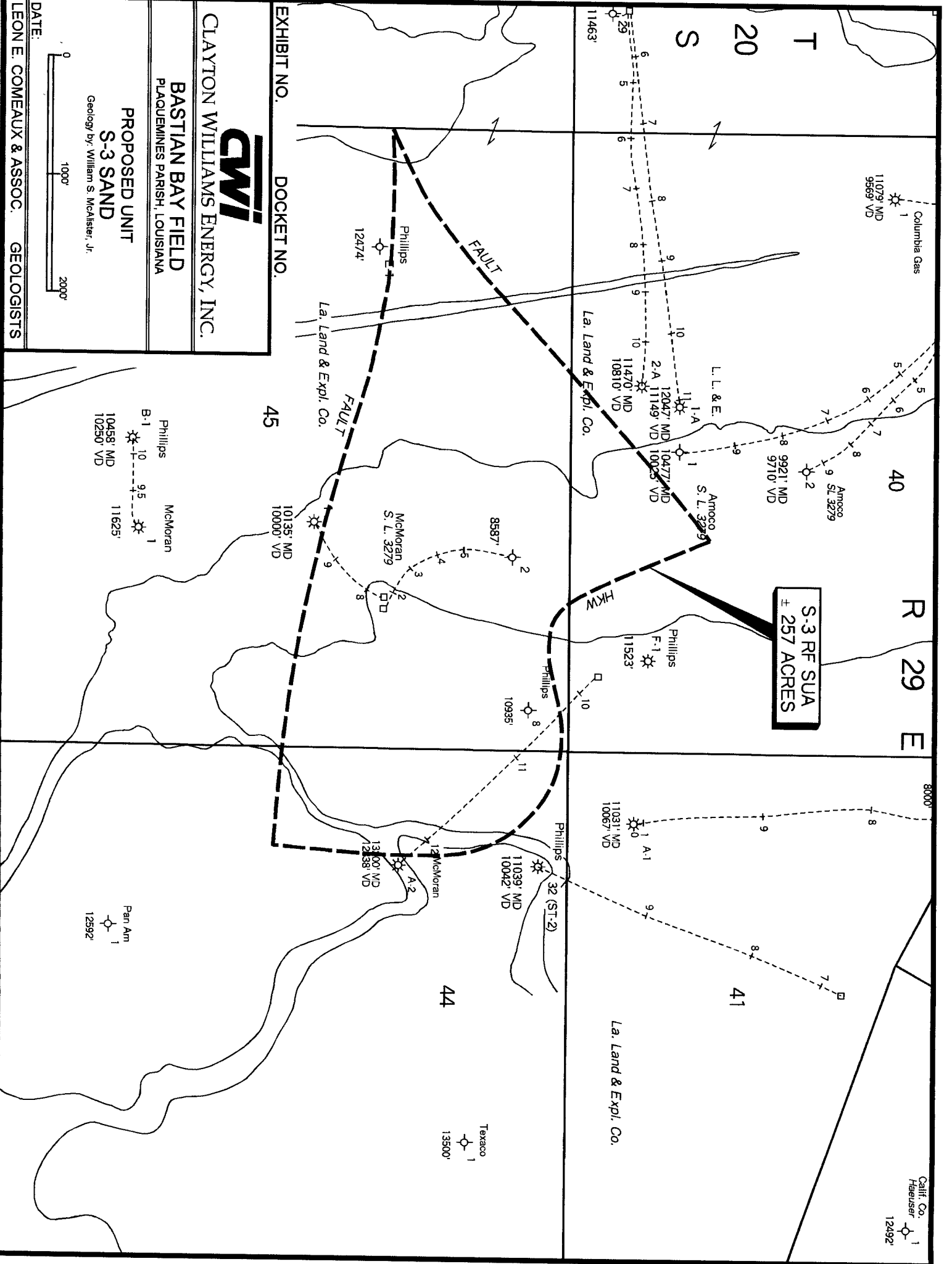
CWI
CLAYTON WILLIAMS ENERGY, INC.

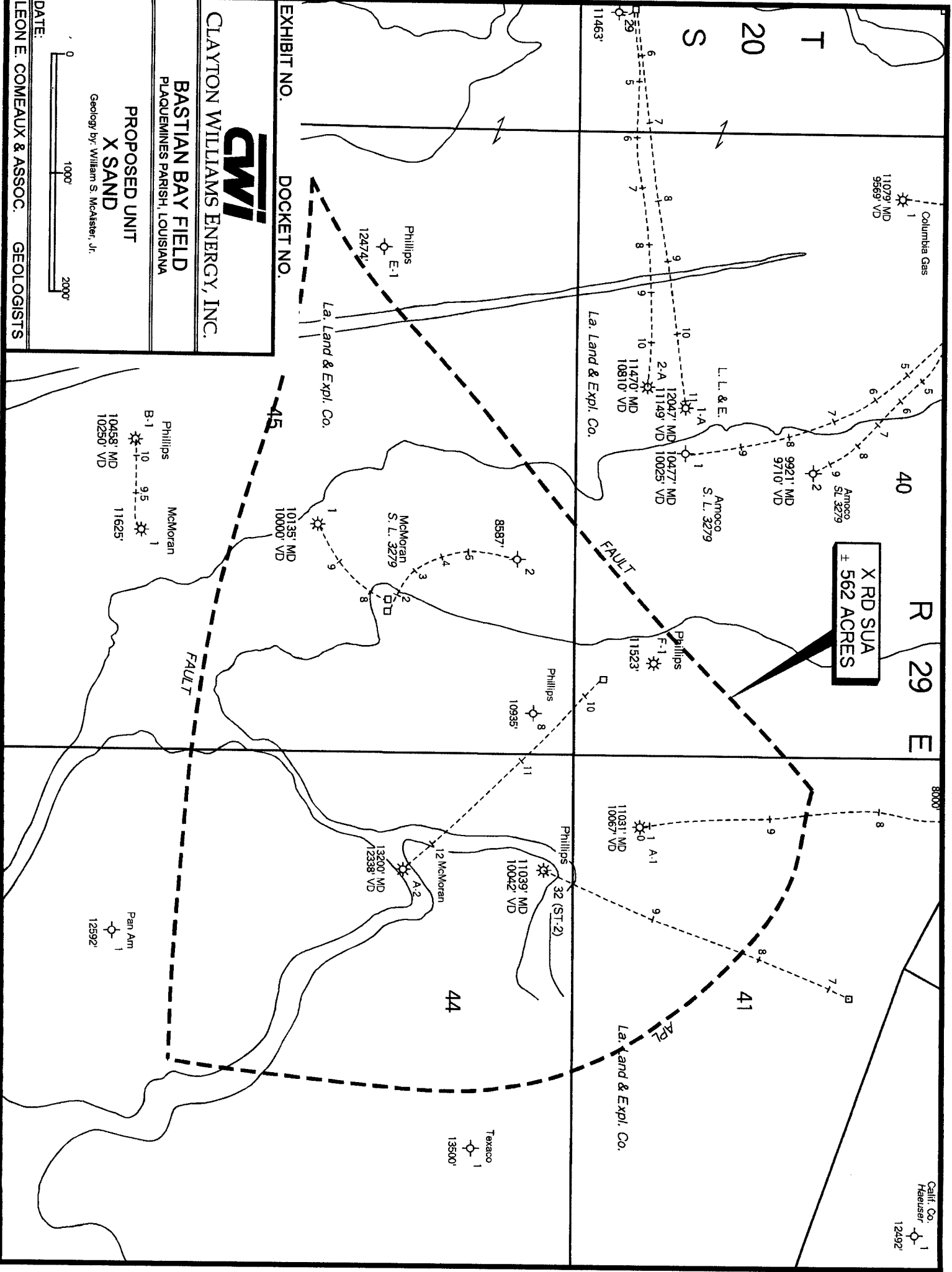
BASTIAN BAY FIELD
PLAQUEMINES PARISH, LOUISIANA

PROPOSED UNIT
S-3 SAND
Geology by: William S. McAlister, Jr.



DATE: LEON E. COMEAUX & ASSOC. GEOLOGISTS





DATE: _____

LEONE E. COMEAUX & ASSOC. GEOLOGISTS